

CONSTITUTION OF THE KING'S LYNN UNIVERSITY OF THE THIRD AGE TRUST (U3A)

A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION FORMALLY ADOPTED 13TH MAY 1994, MODIFIED AT THE ANNUAL GENERAL MEETING 14TH FEBRUARY 2003 AND REVISED 10TH AUGUST 2007 AND 14TH FEBRUARY 2014 AND MODIFIED AGAIN AT THE ANNUAL GENERAL MEETING 9TH FEBRUARY 2018. THIS CONSTITUTION SUPERCEDES AND OVERRIDES ALL PREVIOUS VERSIONS AND INCORPORATES THE RULES AND REGULATIONS OF THE KING'S LYNN UNIVERSITY OF THE THIRD AGE.

1. NAME

The name of the charity is KING'S LYNN U3A hereafter referred to as The U3A'

2. ADMINISTRATION

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 6 of this Constitution.

3. OBJECTS

The Objects of the U3A are the advancement of education and, in particular, the education of older people and those who are retired from full time work, by all means, including associated activities conducive to learning and personal development in King's Lynn and its surrounding area

4. POWERS

In furtherance of the Objects but not otherwise, the Executive Committee may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any requirements of the law.
- (ii) power to receive donations, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to promote all or any of the Objectives of the USA and to hold funds in trust for the same.
- (iii) power to buy, take on lease or in exchange any property necessary for the achievement of the Objectives and to maintain and equip it for use.
- (iv) power subject to any consents required by law to sell, lease or dispose of any or any part of the property of the charity.
- (iv) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objectives or of similar charitable purposes and to exchange information and advice with them.
- (v) power to support any associations or institutions formed for all or any of the Objectives.
- (vi) power to appoint and constitute such advisory committees as the Executive Committee may think fit.
- (vii) power to organise and run conferences, lectures, seminars, courses.
- (ix) power to publish books, pamphlets, reports, leaflets, journals, instructional matter and to produce films and videos.
- (x) power to participate in and assist in the development of area and regional groupings of U3As.
- (xi) power to do ail such other lawful things as are necessary for the achievement of the Objectives.

5. **MEMBERSHIP**

- (i) Membership of the USA shall be open to individuals who are interested in furthering the work of The U3A' and who have paid the annual subscription as determined by the Executive Committee.
- (ii) Every individual member shall have one vote.
- (iii) The Executive Committee may and for good reason terminate the membership of any individual if annual membership or other fees are unpaid 3 months after the due date or if the member acts in a way which is prejudicial to The U3A' or to the running of The LJ3A' or brings it into disrepute provided that the individual shall have the right to be heard by the Executive Committee accompanied by a friend who may also speak, or make written representation before a final decision is made.

6. **EXECUTIVE COMMITTEE**

The management of The USA shall be vested in an Executive Committee, consisting of the members whose duty it shall be to carry out its general policy and to provide for the administration, management and control of the affairs and property of The USA.

- (i) **Honorary Officers**
At the Annual General meeting of the U3A the members shall elect from amongst themselves a chairman, a vice-chairman, a secretary, a treasurer and a membership secretary who shall hold office from the conclusion of that meeting
- (ii) **Executive Committee**
The Executive Committee shall consist of not less than 5 and not more than 16 members.
- (iii) The Executive Committee may in addition appoint not more than 2 co-opted members who shall have full voting rights and have tenure until the next Annual General Meeting.
- (iv) Persons who need not be members may be invited by the Executive Committee to serve because of their special expertise. They shall have no voting rights and their term of service shall expire at the next Annual General Meeting.
- (iv) Vacancies on the Executive Committee which arise through resignation or termination during the year can be filled from the membership and such an appointee shall complete the term of service of the member he or she is replacing and shall be eligible for re-election in the prescribed manner at the next Annual General Meeting.
- (v) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment, election or co-option of a member.
- (vi) A member of the Executive Committee shall cease to hold office if he or she:
 - (a) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
 - (b) becomes incapable by means of mental disorder, illness or injury of managing and administering his or her own affairs.
 - (c) is absent without the permission of the Executive Committee from 3 consecutive meetings and the Executive Committee resolve that his or her office be vacated.
 - (d) is subject to a vote of no confidence from the Executive Committee as a result of actions which bring The USA into disrepute or conduct prejudicial to The U3A or failure to abide by the terms of this constitution or decisions of the Executive Committee.
 - (e) notifies in writing to the Executive Committee a wish to resign (but only if at least four members of the Executive Committee will remain in office when the notice of resignation is to take effect which shall be at least 21 days from the receipt of the notification).

7. ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

- (i) The election of members of the Executive committee shall be held at the AGM of the U3A. Nominations for committee members should be made to the committee by the date of the committee meeting in January. All proposals will be put forward to be voted on by the membership at the AGM.
- (ii) The newly elected Executive Committee shall take office at the conclusion of the Annual General Meeting.
- (iii) The Chairman shall serve for a period of 3 years. Other Officers shall serve for a period of 5 years and Committee members for a period of 5 years, **but none, including the Chairman, may stand for re-election without an intervening period of at least one year**, except that a retiring Vice-Chairman may stand immediately for the post of Chairman.
- (iv) If insufficient nominations are received to fill the vacancies for Officers and/or Committee members, The Executive Committee may as a last resort, appeal to the assembled members at the Annual General Meeting for permission to ask whether anyone present was willing to reconsider and put themselves forward as a candidate for one of the vacancies. A vote must be taken on this motion and must be carried by not less than two thirds of the members present for the request to be made.
- (v) In the event of no nominations being received for one or more of the Honorary Officers posts or no member of the newly elected committee being willing to take on one or more of the Officers positions a majority decision can be taken by the Executive Committee to ask the retiring officer to stay until the next AGM.

8. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- (i) The Executive Committee shall hold at least four meetings each year.
- (ii) A special meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon not less than seven days' notice being given to other members of the Executive Committee of the matters to be discussed unless it concerns the appointment of a co-opted member in which case not less than twenty one days must be given,
- (iii) The Chairman shall chair the meeting and in his or her absence the vice-chairman shall take over or if he or she is also absent the Executive Committee shall choose one of their members to conduct the meeting.
- (iv) There shall be a quorum when at least one third of the numbers of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at the meeting.
- (v) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the Chairman of the meeting shall have a second or casting vote.
- (vi) The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-committees and these minutes shall be available for inspection should a member request it,
- (vii) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and custody of documents. No rule may be made which is inconsistent with this constitution.
- (viii) The Executive Committee may appoint sub-committees consisting of at least one member of the Executive Committee for the purpose of performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.
- (ix) No Executive Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by him/her or by any other Executive Committee member or by reason of any mistake or omission made in good faith by any Executive Committee member or by reason of any other matter other than wilful and individual fraud or wrongdoing or actions knowingly beyond the scope of a specific authority or limit thereon on the part of the Executive Committee member in question.

9. FINANCE

- (i) The funds of the USA, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of The USA at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two Executive Committee members.
- (ii) The funds belonging to The USA shall be applied only in furthering the Objects of Kings Lynn USA.
- (iii) No funds shall be transferred in any way to Committee members, provided that nothing herein shall prevent the payment in good faith of reasonable and proper out of pocket expenses incurred in the course of USA work.
- (iv) All proper costs, charges and expenses incidental to the management of The USA and membership of The Third Age Trust may be defrayed from the funds of The USA.
- (v) The Executive Committee may at their discretion sanction funding of capital items for special interest groups. These items will remain the property of King's Lynn USA.

10. PROPERTY

All property of The USA shall be applied solely towards the Objects of The USA. Ownership of property is vested in The USA and items may with the agreement of the committee be transferred on a temporary basis to a nominated member's home in pursuance of his/her designated role until such time as the member's tenure of office ceases or the Executive Committee request its return.

11. ACCOUNTS

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (i) the keeping of accounting records for The USA;
- (ii) the preparation of annual statements of account for The USA;
- (iii) the independent examination of the statements of account of The USA and the transmission of the statements of account of The USA to the Charity Commission should funds exceed Charity Commission threshold.

12. ANNUAL REPORT

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual return and its transmission to the Commission.

13. ANNUAL GENERAL MEETING

- (i) There shall be an Annual General Meeting of the USA which shall be held in the month of February in each year or as soon as practicable thereafter but not later than 15 months after the preceding Annual General Meeting.
- (ii) Every Annual General Meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of The USA. All the members of The USA shall be entitled to attend and vote at the meeting.
- (iv) Accidental omission to give notice to any member shall not invalidate the proceedings of any Annual General Meeting.
- (iv) The Executive Committee shall present to each Annual General Meeting the report and accounts of the USA for the preceding year for approval.
- (v) The Executive Committee shall seek approval for the appointment of the examiner for the accounts.
- (vi) Nominations for election to the Executive Committee must be made by members in writing and must be in the hands of the Secretary of the Executive Committee at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

Any proposals to amend the constitution subject to clause 16 shall be considered at the Annual General Meeting and any other business published in the Agenda.

14 SPECIAL GENERAL MEETING

The Executive Committee may call a Special General Meeting at any time and if at least one fifth of the members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting giving at least 21 days' notice. The notice must state the business to be discussed. There shall be a quorum when 20% of the members are present.

- (iv) The Chairman of The USA shall be the Chairman of the General Meeting at which he/she is present.
- (v) If there is a tied vote the Chairman should have a single casting vote.

15. ALTERATIONS TO THE CONSTITUTION

- (i) Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (ii) No amendment may be made to clause 1 (the name of the charity) clause 3 (the Objects clause) clause 17 (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- (iii) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

The Executive Committee shall promptly send to the Charity Commission a copy of any amendment made under this clause.

16. DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve the USA it shall call a meeting of all members of The USA, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given, if the proposal is confirmed by a two thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to other such local charitable institution or institutions having objects similar to the Objectives of The USA as the members of The USA may determine or to the Third Age Trust Registered Charity No 288007. A copy of the statement of accounts or account and statement, for the final accounting period of The USA must be sent to the Charity Commission.